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Harvey R. Miller  
Lori R. Fife  
Shai Y. Waisman

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |   |
|---|---|
| -----X                                    |   |
| <b>In re</b>                              | : |
|   | : |
| <b>STEVE &amp; BARRY'S MANHATTAN LLC,</b> | : |
|   | : |
| <b>Debtor.</b>                            | : |
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**Chapter 11 Case No.**  
\_\_\_\_ - \_\_\_\_\_ ( )

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| -----X                    |   |
| <b>In re</b>              | : |
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| <b>4004 INCORPORATED,</b> | : |
|                           | : |
| <b>Debtor.</b>            | : |
|                           | : |
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**Chapter 11 Case No.**  
\_\_\_\_ - \_\_\_\_\_ ( )

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| <b>In re</b>     | : |
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| <b>4004 LLC,</b> | : |
|                  | : |
| <b>Debtor.</b>   | : |
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**Chapter 11 Case No.**  
\_\_\_\_ - \_\_\_\_\_ ( )

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| <p>-----X</p> <p><b>In re</b></p> <p><b>BALLER BRANDS LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>        | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>FAVORED BRANDS LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>       | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>PRO AIR LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>              | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>S&amp;B INDUSTRIES INC.,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>  | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>S&amp;B RETAIL CHINA LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p> | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |

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| <p>-----X</p> <p><b>In re</b></p> <p><b>S&amp;B RETAIL INDIA LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>        | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>STAR BAND LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>                   | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>STEEL BOLT CONSTRUCTION LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>     | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>STELLAR BRANDS LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p>              | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |
| <p>-----X</p> <p><b>In re</b></p> <p><b>STEVE &amp; BARRY’S ALABAMA LLC,</b></p> <p><b>Debtor.</b></p> <p>-----X</p> | <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> | <p><b>Chapter 11 Case No.</b></p> <p>___ - ____ ( )</p> |

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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY'S ARIZONA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY'S ARKANSAS LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                           | : | Chapter 11 Case No. |
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| STEVE & BARRY'S CALIFORNIA LLC, | : | ___ - ____ ( )      |
|                                 | : |                     |
| Debtor.                         | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY'S COLORADO LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                            | : | Chapter 11 Case No. |
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| STEVE & BARRY'S CONNECTICUT LLC, | : | ___ - ____ ( )      |
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| Debtor.                          | : |                     |
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| In re                   | : | Chapter 11 Case No. |
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| STEVE & BARRY’S CP LLC, | : | ___ - ____ ( )      |
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| Debtor.                 | : |                     |
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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY’S FLORIDA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |
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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY’S GEORGIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |
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| In re                    | : | Chapter 11 Case No. |
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| STEVE & BARRY’S GLC LLC, | : | ___ - ____ ( )      |
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| Debtor.                  | : |                     |
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| In re                       | : | Chapter 11 Case No. |
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| STEVE & BARRY’S HAWAII LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |
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| <b>In re</b>                                  | : |
| <b>STEVE &amp; BARRY'S IDAHO LLC,</b>         | : |
| <b>Debtor.</b>                                | : |
| -----X  |   |
| <b>In re</b>                                  | : |
| <b>STEVE &amp; BARRY'S ILLINOIS LLC,</b>      | : |
| <b>Debtor.</b>                                | : |
| -----X  |   |
| <b>In re</b>                                  | : |
| <b>STEVE &amp; BARRY'S INDIANA LLC,</b>       | : |
| <b>Debtor.</b>                                | : |
| -----X  |   |
| <b>In re</b>                                  | : |
| <b>STEVE &amp; BARRY'S INTERNATIONAL LLC,</b> | : |
| <b>Debtor.</b>                                | : |
| -----X  |   |
| <b>In re</b>                                  | : |
| <b>STEVE &amp; BARRY'S IOWA LLC,</b>          | : |
| <b>Debtor.</b>                                | : |
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**Chapter 11 Case No.**

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**Chapter 11 Case No.**

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**Chapter 11 Case No.**

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| In re                       | : | Chapter 11 Case No. |
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| STEVE & BARRY’S KANSAS LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S KENTUCKY LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                | : | Chapter 11 Case No. |
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| STEVE & BARRY’S LLC, | : | ___ - ____ ( )      |
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| Debtor.              | : |                     |
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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S LOUISIANA LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |
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| In re                      | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MAINE LLC, | : | ___ - ____ ( )      |
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| Debtor.                    | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MARYLAND LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |

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| In re                              | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MASSACHUSETTS LLC, | : | ___ - ____ ( )      |
|                                    | : |                     |
| Debtor.                            | : |                     |

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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MICHIGAN LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |

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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MIDWEST LLC, | : | ___ - ____ ( )      |
|                              | : |                     |
| Debtor.                      | : |                     |

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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MINNESOTA LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |

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| In re                            | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MISSISSIPPI LLC, | : | ___ - ____ ( )      |
|                                  | : |                     |
| Debtor.                          | : |                     |
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| In re                         | : | Chapter 11 Case No. |
|                               | : |                     |
| STEVE & BARRY’S MISSOURI LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEBRASKA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                       | : | Chapter 11 Case No. |
|                             | : |                     |
| STEVE & BARRY’S NEVADA LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |
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| In re                           | : | Chapter 11 Case No. |
|                                 | : |                     |
| STEVE & BARRY’S NEW JERSEY LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| <b>In re</b>                                   | : |
| <b>STEVE &amp; BARRY'S NEW MEXICO LLC,</b>     | : |
| <b>Debtor.</b>                                 | : |
| -----X   |   |
| <b>In re</b>                                   | : |
| <b>STEVE &amp; BARRY'S NEW YORK LLC,</b>       | : |
| <b>Debtor.</b>                                 | : |
| -----X   |   |
| <b>In re</b>                                   | : |
| <b>STEVE &amp; BARRY'S NORTH CAROLINA LLC,</b> | : |
| <b>Debtor.</b>                                 | : |
| -----X   |   |
| <b>In re</b>                                   | : |
| <b>STEVE &amp; BARRY'S OAKLAND LLC,</b>        | : |
| <b>Debtor.</b>                                 | : |
| -----X   |   |
| <b>In re</b>                                   | : |
| <b>STEVE &amp; BARRY'S OHIO LLC,</b>           | : |
| <b>Debtor.</b>                                 | : |
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**Chapter 11 Case No.**

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**Chapter 11 Case No.**

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**Chapter 11 Case No.**

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| In re                         | : | Chapter 11 Case No. |
|                               | : |                     |
| STEVE & BARRY’S OKLAHOMA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                             | : | Chapter 11 Case No. |
|                                   | : |                     |
| STEVE & BARRY’S PENNSYLVANIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                           | : |                     |
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| In re                               | : | Chapter 11 Case No. |
|                                     | : |                     |
| STEVE & BARRY’S SOUTH CAROLINA LLC, | : | ___ - ____ ( )      |
|                                     | : |                     |
| Debtor.                             | : |                     |
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| In re                               | : | Chapter 11 Case No. |
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| STEVE & BARRY’S SOUTH MICHIGAN LLC, | : | ___ - ____ ( )      |
|                                     | : |                     |
| Debtor.                             | : |                     |
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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S TENNESSEE LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |
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| In re                      | : | Chapter 11 Case No. |
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| STEVE & BARRY'S TEXAS LLC, | : | ___ - ____ ( )      |
|                            | : |                     |
| Debtor.                    | : |                     |
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| In re                     | : | Chapter 11 Case No. |
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| STEVE & BARRY'S UTAH LLC, | : | ___ - ____ ( )      |
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| Debtor.                   | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY'S VIRGINIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                           | : | Chapter 11 Case No. |
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| STEVE & BARRY'S WASHINGTON LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| In re                              | : | Chapter 11 Case No. |
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| STEVE & BARRY'S WEST VIRGINIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                            | : |                     |
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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S WISCONSIN LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |

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| In re           | : | Chapter 11 Case No. |
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| STONE BARN LLC, | : | ___ - ____ ( )      |
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| Debtor.         | : |                     |

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| In re                   | : | Chapter 11 Case No. |
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| STONE BARN TRADING LLC, | : | ___ - ____ ( )      |
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| Debtor.                 | : |                     |

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| In re                | : | Chapter 11 Case No. |
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| STRIKING BRANDS LLC, | : | ___ - ____ ( )      |
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| Debtor.              | : |                     |

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| In re               | : | Chapter 11 Case No. |
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| SWIFT BUILDING LLC, | : | ___ - ____ ( )      |
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| Debtor.             | : |                     |

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| In re                | : | Chapter 11 Case No. |
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| SYMBOLIC BRANDS LLC, | : | ___ - ____ ( )      |
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| Debtor.              | : |                     |
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**DEBTORS' MOTION PURSUANT TO RULE 1015(b)  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
REQUESTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Steve & Barry's Manhattan LLC and its debtor affiliates, as debtors and debtors in possession (collectively, "Steve & Barry's" or the "Debtors"), respectfully represent:

**Background**

1. On the date hereof (the "Commencement Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

**Steve & Barry's Business**

2. Steve & Barry's is a specialty retailer of apparel and accessories that provides consumers with quality low-priced apparel. Founded in 1985, Steve & Barry's has grown exponentially from an original store in Philadelphia, Pennsylvania to 276 stores located throughout the United States. Many Steve & Barry's retail locations serve economically challenged areas that other retailers have abandoned because of household income levels, population trends or crime rates. During the course of its expansion, Steve & Barry's has

diversified its business beyond its original line of university apparel, and its products currently fall broadly into three categories: (i) licensed university apparel and lifestyle brands, (ii) private-label casual clothing and accessories for men, women and children, and (iii) exclusive celebrity branded lines of apparel and accessories.

3. Steve & Barry's offers quality apparel and accessories at dramatically lower prices than typically found for similar goods from other specialty retailers, and in a more upscale, customer-friendly store design. Steve & Barry's achieves this by operating stores with low occupancy costs, and by relying mostly upon word of mouth and news stories, rather than paid print or other advertising, resulting in significant cost savings. Steve & Barry's keeps its costs low by maintaining overseas offices and purchasing most merchandise directly from their sources without intermediaries. The savings realized through each strategy are then passed on to Steve & Barry's customers in the form of low prices. Almost all items in Steve & Barry's retail locations are priced at \$9.98 or less.

4. As of May 31, 2008, Steve & Barry's (including nondebtor affiliates) consolidated assets totaled approximately \$693.5 million and recorded consolidated liabilities totaled approximately \$638 million. Consolidated revenues for the twelve months ended May 31, 2008, were approximately \$656.6 million. Steve & Barry's currently employs, either directly or through its non-debtor affiliates, approximately 8,600 domestic employees and 1,100 international employees. Approximately 7,300 of the domestic employees are part-time hourly employees and 1,300 are full-time salaried employees.

### **Jurisdiction**

5. This Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

6. By this Motion, the Debtors seek entry of an order directing joint administration of these cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

7. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the requested relief.

8. On the date hereof, the Debtors commenced the sixty-four chapter 11 cases referenced above by filing the appropriate petitions with this Court. Given the provisions of the Bankruptcy Code and the Bankruptcy Rules, as well as the Debtors’ affiliation, joint administration of these cases is warranted. Joint administration will avoid the preparation, replication, service, and filing, as applicable, of duplicative notices, applications, and orders in each of the sixty-four Debtor cases, thereby saving the Debtors’ estates considerable expense and resources. The relief requested will not adversely affect creditors’ rights as this Motion requests only administrative, and not substantive, consolidation of the Debtors’ estates. Moreover, each creditor may still file its claim against a particular estate. In fact, the reduced costs that will result from the joint administration of these cases will enhance the rights of all creditors. The



relief requested will also relieve the Court of the burden of entering duplicative orders and maintaining duplicative files and dockets, and, similarly, simplify supervision of the administrative aspects of these chapter 11 cases by the United States Trustee for the Southern District of New York (the “U.S. Trustee”).

9. Accordingly, the Debtors respectfully request that the Court modify the caption of their cases to reflect the joint administration of these chapter 11 cases, as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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|                                      | : |
| <b>In re</b>                         | : |
|                                      | : |
| <b>STEVE AND BARRY’S</b>             | : |
| <b>MANHATTAN LLC, <u>et al.</u>,</b> | : |
|                                      | : |
| <b>Debtors.</b>                      | : |
|                                      | : |
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**Chapter 11 Case No.**

\_\_\_ - \_\_\_\_ ( )

**(Jointly Administered)**

10. The Debtors also seek the Court’s direction that a notation substantially similar to the following notation be entered on the docket of each of the Debtors’ cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Steve & Barry’s Manhattan LLC; 4004 Incorporated; 4004 LLC; Baller Brands LLC; Favored Brands LLC; Pro Air LLC; S&B Industries Inc.; S&B Retail China LLC; S&B Retail India LLC; Star Band LLC; Steel Bolt Construction LLC; Stellar Brands LLC; Steve & Barry’s Alabama LLC; Steve & Barry’s Arizona LLC; Steve & Barry’s Arkansas LLC; Steve & Barry’s California LLC; Steve & Barry’s Colorado LLC; Steve & Barry’s Connecticut LLC; Steve & Barry’s CP LLC; Steve & Barry’s Florida LLC; Steve & Barry’s Georgia LLC; Steve & Barry’s GLC LLC; Steve & Barry’s Hawaii LLC; Steve & Barry’s Idaho LLC; Steve & Barry’s Illinois LLC; Steve & Barry’s Indiana LLC; Steve & Barry’s International LLC; Steve & Barry’s Iowa LLC; Steve & Barry’s Kansas LLC; Steve & Barry’s Kentucky LLC; Steve & Barry’s LLC; Steve & Barry’s Louisiana LLC; Steve & Barry’s Maine LLC; Steve & Barry’s Maryland LLC; Steve & Barry’s Massachusetts LLC; Steve & Barry’s Michigan LLC; Steve & Barry’s Midwest LLC; Steve & Barry’s

Minnesota LLC; Steve & Barry's Mississippi LLC; Steve & Barry's Missouri LLC; Steve & Barry's Nebraska LLC; Steve & Barry's Nevada LLC; Steve & Barry's New Jersey LLC; Steve & Barry's New Mexico LLC; Steve & Barry's New York LLC; Steve & Barry's North Carolina LLC; Steve & Barry's Oakland LLC; Steve & Barry's Ohio LLC; Steve & Barry's Oklahoma LLC; Steve & Barry's Pennsylvania LLC; Steve & Barry's South Carolina LLC; Steve & Barry's South Michigan LLC; Steve & Barry's Tennessee LLC; Steve & Barry's Texas LLC; Steve & Barry's Utah LLC; Steve & Barry's Virginia LLC; Steve & Barry's Washington LLC; Steve & Barry's West Virginia LLC; Steve & Barry's Wisconsin LLC; Stone Barn LLC; Stone Barn Trading LLC; Striking Brands LLC; Swift Building LLC; and Symbolic Brands LLC. The docket in **Case No.** \_\_\_\_ - \_\_\_\_ ( ) should be consulted for all matters affecting this case.

11. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis. Consolidated monthly operating reports will further administrative economy and efficiency without prejudice to any party in interest.

#### **Memorandum of Law**

12. Pursuant to Local Bankruptcy Rule for the Southern District of New York 9013-1(b), because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Motion.

#### **Notice**

13. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on (i) the Office of the U.S. Trustee, (ii) counsel to the agents for the Debtors' prepetition lenders, and (iii) those creditors holding the thirty largest unsecured claims against the Debtors' estates (on a consolidated basis). The Debtors submit that no other or further notice need be provided.

14. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: July 9, 2008  
New York, New York

/s/ Lori R. Fife  
Harvey R. Miller  
Lori R. Fife  
Shai Y. Waisman  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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| In re                            | : | Chapter 11 Case No. |
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| STEVE AND BARRY'S MANHATTAN LLC, | : | ___ - ____ ( )      |
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| Debtor.                          | : |                     |
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| In re              | : | Chapter 11 Case No. |
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| 4004 INCORPORATED, | : | ___ - ____ ( )      |
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| Debtor.            | : |                     |
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| In re     | : | Chapter 11 Case No. |
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| 4004 LLC, | : | ___ - ____ ( )      |
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| BALLER BRANDS LLC, | : | ___ - ____ ( )      |
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| Debtor.            | : |                     |
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| FAVORED BRANDS LLC, | : | ___ - ____ ( )      |
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| PRO AIR LLC,          | : | ___ - ____ ( )      |
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| Debtor.               | : |                     |
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| In re                 | : | Chapter 11 Case No. |
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| S&B INDUSTRIES INC.,  | : | ___ - ____ ( )      |
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| Debtor.               | : |                     |
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| In re                 | : | Chapter 11 Case No. |
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| S&B RETAIL CHINA LLC, | : | ___ - ____ ( )      |
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| Debtor.               | : |                     |
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| In re                 | : | Chapter 11 Case No. |
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| S&B RETAIL INDIA LLC, | : | ___ - ____ ( )      |
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| Debtor.               | : |                     |
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| In re                 | : | Chapter 11 Case No. |
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| STAR BAND LLC,        | : | ___ - ____ ( )      |
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| Debtor.               | : |                     |
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| In re                         | : | Chapter 11 Case No. |
| STEEL BOLT CONSTRUCTION LLC,  | : | ___ - ____ ( )      |
| Debtor.                       | : |                     |
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| In re                         | : | Chapter 11 Case No. |
| STELLAR BRANDS LLC,           | : | ___ - ____ ( )      |
| Debtor.                       | : |                     |
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| In re                         | : | Chapter 11 Case No. |
| STEVE & BARRY'S ALABAMA LLC,  | : | ___ - ____ ( )      |
| Debtor.                       | : |                     |
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| In re                         | : | Chapter 11 Case No. |
| STEVE & BARRY'S ARIZONA LLC,  | : | ___ - ____ ( )      |
| Debtor.                       | : |                     |
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| In re                         | : | Chapter 11 Case No. |
| STEVE & BARRY'S ARKANSAS LLC, | : | ___ - ____ ( )      |
| Debtor.                       | : |                     |
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| STEVE & BARRY’S CALIFORNIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S COLORADO LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| STEVE & BARRY’S CONNECTICUT LLC, | : | ___ - ____ ( )      |
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| Debtor.                          | : |                     |
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| In re                   | : | Chapter 11 Case No. |
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| STEVE & BARRY’S CP LLC, | : | ___ - ____ ( )      |
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| Debtor.                 | : |                     |
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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY’S FLORIDA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |
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| STEVE & BARRY’S GEORGIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |

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| In re                    | : | Chapter 11 Case No. |
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| STEVE & BARRY’S GLC LLC, | : | ___ - ____ ( )      |
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| Debtor.                  | : |                     |

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| In re                       | : | Chapter 11 Case No. |
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| STEVE & BARRY’S HAWAII LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |

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| In re                      | : | Chapter 11 Case No. |
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| STEVE & BARRY’S IDAHO LLC, | : | ___ - ____ ( )      |
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| Debtor.                    | : |                     |

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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S ILLINOIS LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |

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| In re                        | : | Chapter 11 Case No. |
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| STEVE & BARRY'S INDIANA LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |
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| In re                              | : | Chapter 11 Case No. |
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| STEVE & BARRY'S INTERNATIONAL LLC, | : | ___ - ____ ( )      |
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| Debtor.                            | : |                     |
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| STEVE & BARRY'S IOWA LLC, | : | ___ - ____ ( )      |
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| Debtor.                   | : |                     |
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| In re                       | : | Chapter 11 Case No. |
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| STEVE & BARRY'S KANSAS LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY'S KENTUCKY LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| STEVE & BARRY’S LLC, | : | ___ - ____ ( )      |
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| Debtor.              | : |                     |

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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S LOUISIANA LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |

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| In re                      | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MAINE LLC, | : | ___ - ____ ( )      |
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| Debtor.                    | : |                     |

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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MARYLAND LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |

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| In re                              | : | Chapter 11 Case No. |
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| STEVE & BARRY’S MASSACHUSETTS LLC, | : | ___ - ____ ( )      |
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| Debtor.                            | : |                     |

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| In re                            | : | Chapter 11 Case No. |
| STEVE & BARRY’S MICHIGAN LLC,    | : | ___ - _____ ( )     |
| Debtor.                          | : |                     |
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| In re                            | : | Chapter 11 Case No. |
| STEVE & BARRY’S MIDWEST LLC,     | : | ___ - _____ ( )     |
| Debtor.                          | : |                     |
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| In re                            | : | Chapter 11 Case No. |
| STEVE & BARRY’S MINNESOTA LLC,   | : | ___ - _____ ( )     |
| Debtor.                          | : |                     |
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| In re                            | : | Chapter 11 Case No. |
| STEVE & BARRY’S MISSISSIPPI LLC, | : | ___ - _____ ( )     |
| Debtor.                          | : |                     |
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| In re                            | : | Chapter 11 Case No. |
| STEVE & BARRY’S MISSOURI LLC,    | : | ___ - _____ ( )     |
| Debtor.                          | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEBRASKA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                       | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEVADA LLC, | : | ___ - ____ ( )      |
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| Debtor.                     | : |                     |
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| In re                           | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEW JERSEY LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| In re                           | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEW MEXICO LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NEW YORK LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                               | : | Chapter 11 Case No. |
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| STEVE & BARRY’S NORTH CAROLINA LLC, | : | ___ - ____ ( )      |
|                                     | : |                     |
| Debtor.                             | : |                     |

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| In re                        | : | Chapter 11 Case No. |
|                              | : |                     |
| STEVE & BARRY’S OAKLAND LLC, | : | ___ - ____ ( )      |
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| Debtor.                      | : |                     |

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| In re                     | : | Chapter 11 Case No. |
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| STEVE & BARRY’S OHIO LLC, | : | ___ - ____ ( )      |
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| Debtor.                   | : |                     |

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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S OKLAHOMA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |

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| In re                             | : | Chapter 11 Case No. |
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| STEVE & BARRY’S PENNSYLVANIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                           | : |                     |

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| STEVE & BARRY’S SOUTH CAROLINA LLC, | : | ___ - ____ ( )      |
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| Debtor.                             | : |                     |
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| In re                               | : | Chapter 11 Case No. |
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| STEVE & BARRY’S SOUTH MICHIGAN LLC, | : | ___ - ____ ( )      |
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| Debtor.                             | : |                     |
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| In re                          | : | Chapter 11 Case No. |
|                                | : |                     |
| STEVE & BARRY’S TENNESSEE LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |
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| In re                      | : | Chapter 11 Case No. |
|                            | : |                     |
| STEVE & BARRY’S TEXAS LLC, | : | ___ - ____ ( )      |
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| Debtor.                    | : |                     |
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| In re                     | : | Chapter 11 Case No. |
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| STEVE & BARRY’S UTAH LLC, | : | ___ - ____ ( )      |
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| Debtor.                   | : |                     |
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| In re                         | : | Chapter 11 Case No. |
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| STEVE & BARRY’S VIRGINIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                       | : |                     |
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| In re                           | : | Chapter 11 Case No. |
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| STEVE & BARRY’S WASHINGTON LLC, | : | ___ - ____ ( )      |
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| Debtor.                         | : |                     |
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| In re                              | : | Chapter 11 Case No. |
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| STEVE & BARRY’S WEST VIRGINIA LLC, | : | ___ - ____ ( )      |
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| Debtor.                            | : |                     |
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| In re                          | : | Chapter 11 Case No. |
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| STEVE & BARRY’S WISCONSIN LLC, | : | ___ - ____ ( )      |
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| Debtor.                        | : |                     |
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| In re           | : | Chapter 11 Case No. |
|                 | : |                     |
| STONE BARN LLC, | : | ___ - ____ ( )      |
|                 | : |                     |
| Debtor.         | : |                     |
| -----X          | : |                     |

|                         |   |                     |
|-------------------------|---|---------------------|
| -----X                  | : |                     |
| In re                   | : | Chapter 11 Case No. |
| STONE BARN TRADING LLC, | : | ___ - ____ ( )      |
| Debtor.                 | : |                     |
| -----X                  | : |                     |
| In re                   | : | Chapter 11 Case No. |
| STRIKING BRANDS LLC,    | : | ___ - ____ ( )      |
| Debtor.                 | : |                     |
| -----X                  | : |                     |
| In re                   | : | Chapter 11 Case No. |
| SWIFT BUILDING LLC,     | : | ___ - ____ ( )      |
| Debtor.                 | : |                     |
| -----X                  | : |                     |
| In re                   | : | Chapter 11 Case No. |
| SYMBOLIC BRANDS LLC,    | : | ___ - ____ ( )      |
| Debtor.                 | : |                     |
| -----X                  | : |                     |

**ORDER PURSUANT TO RULE 1015(b)  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the Motion, dated July 9, 2008 (the “Motion”), of Steve and Barry’s Manhattan LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) requesting the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, as more fully described in the Motion; and the Court having



jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the United States Trustee for the Southern District of New York, (ii) counsel to the agents for the Debtors' prepetition lenders, and (iii) those creditors holding the thirty largest unsecured claims against the Debtors' estates (on a consolidated basis), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Affidavit of Gary Sugarman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District for New York in Support of First-Day Motions and Applications, sworn to on July 9, 2008, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|                                |   |                        |
|--------------------------------|---|------------------------|
| -----X                         | : |                        |
| In re                          | : | Chapter 11 Case No.    |
|                                | : |                        |
| STEVE AND BARRY'S              | : |                        |
| MANHATTAN LLC, <u>et al.</u> , | : | ___ - ____ ( )         |
|                                | : |                        |
| Debtors.                       | : | (Jointly Administered) |
|                                | : |                        |
| -----X                         | : |                        |

; and it is further

ORDERED that a docket entry shall be made in each of Debtors' chapter 11 cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Steve & Barry's Manhattan LLC; 4004 Incorporated; 4004 LLC; Baller Brands LLC; Favored Brands LLC; Pro Air LLC; S&B Industries Inc.; S&B Retail China LLC; S&B Retail India LLC; Star Band LLC; Steel Bolt Construction LLC; Stellar Brands LLC; Steve & Barry's Alabama LLC; Steve & Barry's Arizona LLC; Steve & Barry's Arkansas LLC; Steve & Barry's California LLC; Steve & Barry's Colorado LLC; Steve & Barry's Connecticut LLC; Steve & Barry's CP LLC; Steve & Barry's Florida LLC; Steve & Barry's Georgia LLC; Steve & Barry's GLC LLC; Steve & Barry's Hawaii LLC; Steve & Barry's Idaho LLC; Steve & Barry's Illinois LLC; Steve & Barry's Indiana LLC; Steve & Barry's International LLC; Steve & Barry's Iowa LLC; Steve & Barry's Kansas LLC; Steve & Barry's Kentucky LLC; Steve & Barry's LLC; Steve & Barry's Louisiana LLC; Steve & Barry's Maine LLC; Steve & Barry's Maryland LLC; Steve & Barry's Massachusetts LLC; Steve & Barry's Michigan LLC; Steve & Barry's Midwest LLC; Steve & Barry's Minnesota LLC; Steve & Barry's Mississippi LLC; Steve & Barry's Missouri LLC; Steve & Barry's Nebraska LLC; Steve & Barry's Nevada LLC; Steve & Barry's New Jersey LLC; Steve & Barry's New Mexico LLC; Steve & Barry's

New York LLC; Steve & Barry's North Carolina LLC; Steve & Barry's Oakland LLC; Steve & Barry's Ohio LLC; Steve & Barry's Oklahoma LLC; Steve & Barry's Pennsylvania LLC; Steve & Barry's South Carolina LLC; Steve & Barry's South Michigan LLC; Steve & Barry's Tennessee LLC; Steve & Barry's Texas LLC; Steve & Barry's Utah LLC; Steve & Barry's Virginia LLC; Steve & Barry's Washington LLC; Steve & Barry's West Virginia LLC; Steve & Barry's Wisconsin LLC; Stone Barn LLC; Stone Barn Trading LLC; Striking Brands LLC; Swift Building LLC; and Symbolic Brands LLC. The docket in **Case No. \_\_\_\_ - \_\_\_\_\_** ( ) should be consulted for all matters affecting this case.

; and it is further

ORDERED that the Debtors shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis; and it is further

ORDERED that the requirement set forth in Local Bankruptcy Rule 9013-1(b) for the filing of a separate memorandum of law in support of the Motion is waived.

Dated: July \_\_\_, 2008  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE